

**IN THE UNITED STATES DISTRICT COURT  
FOR THE DISTRICT OF DELAWARE**

DONALD F. BENOIT, Derivatively On  
Behalf of MBNA CORPORATION,

Plaintiff,

v.

BRUCE L. HAMMONDS, JOHN R.  
COCHRAN, III, RICHARD K.  
STRUTHERS, KENNETH A.  
VECCHIONE, LANCE L. WEAVER,  
CHARLES C. KRULAK, MICHAEL G.  
RHODES, JOHN W. SCHEFLEN, JAMES  
H. BERICK, MARY M. BOIES,  
BENJAMIN R. CIVILETTI, WILLIAM L.  
JEWS, RANDOLPH D. LERNER,  
STUART L. MARKOWITZ, WILLIAM B.  
MILSTEAD, LAURA S. UNGER and  
THOMAS G. MURDOUGH,

Defendants,

- and -

MBNA CORPORATION, a Maryland  
corporation,

Nominal Defendant.

Civil Action No. **05-361 GMS**

**STIPULATION AND WAIVER OF SUMMONS**

WHEREAS, on June 6, 2005, the shareholder derivative complaint in *Benoit v. Hammonds et al.*, Case No. 05-361 (the "Action") was filed in this Court by plaintiff Donald F. Benoit;

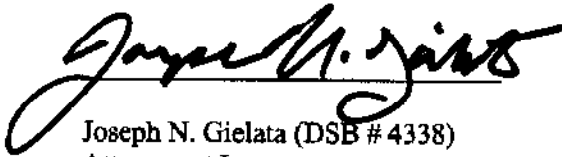
IT IS HEREBY STIPULATED AND AGREED by the undersigned parties that:

1. Defendants Mary M. Boies, Randolph D. Lerner, William B. Milstead, and Thomas G. Murdough (the "Stipulating Defendants"), by and through counsel,

hereby waive service of summons in the Action in the manner provided by Rule 4 of the Federal Rules of Civil Procedure.

2. The Stipulating Defendants will retain all defenses or objections to the Action or to the jurisdiction or venue of this Court except for objections based on a defect in the summons or in the service of the summons.

DATED: August 16, 2005



Joseph N. Gielata (DSB # 4338)  
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*Attorney for Plaintiff*



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Wilmington, DE 19884  
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*On Behalf of the Stipulating Defendants*

UNITED STATES DISTRICT COURT  
DISTRICT OF DELAWARE

**CERTIFICATE OF SERVICE**

I hereby certify that, on August 23, 2005, I electronically filed the STIPULATION AND WAIVER OF SUMMONS (the "Filing") with the Clerk of Court using CM/ECF.

I hereby certify that, on August 23, 2005, I have emailed the Filing to the following counsel:

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/s/ Joseph N. Gielata  
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